

Krieger, Arlene G.

From: Tarola, Robert [Robert.Tarola@grace.com]
Sent: Tuesday, February 14, 2006 12:23 PM
To: Thomas.F.Maher@chase.com
Cc: Zilly, Pamela; jbaer@kirkland.com; Kruger, Lewis; Sheinitz, Mark; Krieger, Arlene G.
Subject: Interest rate adjustment - CONFIDENTIAL

Importance: High
Sensitivity: Confidential

Tom, to confirm the details of our discussion this morning, we are prepared to adjust the interest accrual rate on prepetition bank debt (and only bank debt) as follows:

- Starting January 1, 2006 the rate will change from 6.09% fixed, compounded quarterly on the first of April, July, October and January;

- to the Adjusted Base Rate ("ABR" - which is the greater of i) the Prime Rate as published by JPMorgan Chase or 2) the Federal Funds Effective Rate plus 0.5% points, all as defined in the relevant agreements) which will change whenever the ABR changes (that is float with the market), compounded quarterly on the first of April, July, October and January.

- The committee of general unsecured creditors will continue to be co-proponents of Grace's current plan of reorganization until an event or events (to be defined by you after consultation with the committee) occur.

Please let me know if:

- 1 - this is consistent with your understanding;
- 2 - how best to describe the committee's continued support for our plan of reorganization; and
- 3 - the committee's view of required documentation and bankruptcy court disclosure.

We defer final agreement on the rate adjustment until we have evaluated the committee's terms and conditions for continued support of our plan of reorganization, which we expect will be reasonable in the circumstances.

Thank you and regards,

Bob Tarola
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